

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-01139 (JKF)
)
Debtors.) Re: Docket No. 26367
)
_____)

**STIPULATION REGARDING CURE PURSUANT
TO SECTION 9.1.2 OF THE JOINT PLAN OF REORGANIZATION**

This Stipulation is made as of April 29, 2011, between (a) W.R. Grace & Co., *et al.* (the “Debtors”), and (b)(i) Continental Casualty Company (“CCC”), (ii) Continental Insurance Company (in its own capacity and as successor by merger to Pacific Insurance Company and Boston Old Colony Insurance Company, and as successor-in-interest to certain alleged Harbor Insurance Company, Buffalo Insurance Company, Buffalo Reinsurance Company, and London Guarantee & Accident Company of New York policies, “CIC”), (iii) Transportation Insurance Company, and (iv) CNA ClaimPlus, Inc. (as successor in interest to RSKCo Services, Inc. f/k/a Transcontinental Technical Services, Inc.), on their own behalf and on behalf of their parents, subsidiaries, affiliates, and any of their predecessors, successors, directors, officers, employees, and agents, solely in their capacities as such (collectively, the “CNA Companies” and, together with the Debtors, the “Parties”). Pursuant to this Stipulation, the Parties state and agree as follows:

1. On February 21, 2011, the Debtors filed their *Notice Regarding Cure Exhibit Pursuant to Section 9.1.2 of the Joint Plan of Reorganization* [Docket No. 26,367] (the “Cure Notice”).

2. The Debtors have served the Cure Notice, pursuant to section 9.1.2 of the Joint Plan of Reorganization,¹ on each non-Debtor party who may have or may allege to have one or more executory contracts being assumed pursuant to the Joint Plan of Reorganization in lieu of the Cure Exhibit called for therein.

3. The CNA Companies assert that they have or may have one or more executory contracts or unexpired leases that are being assumed by the Debtors for which cure may be owing. The CNA Companies have (a) filed one or more proofs of claim for amounts that may be owing for cure and (b) otherwise informed the Debtors of the CNA Companies' potential Claims through other appropriate means.

4. By this Stipulation, the Parties agree that the CNA Companies have already complied with the terms of sections 9.1.1 and 9.1.2 of the Joint Plan of Reorganization, to the extent applicable to the CNA Companies, by proceeding as outlined in paragraph 3 above with respect to their claim for cure and that, therefore, the CNA Companies need not file anything further pursuant to the Joint Plan of Reorganization or the Cure Notice to preserve their rights to assert that cure is owing from the Debtors with respect to the CNA Companies' alleged executory contracts, and the deadlines set forth in the Cure Notice have all been met.

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¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, [Docket Nos. 19,579; 20,666; 20,872; 20,873; 21,594; 24,657; 25,881; and 26,368] (the "Joint Plan of Reorganization").

Dated: April 29, 2011

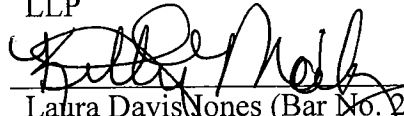
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